

ROBBINS LLP  
 BRIAN J. ROBBINS (190264)  
 brobbins@robbinsllp.com  
 CRAIG W. SMITH (164886)  
 csmith@robbinsllp.com  
 SHANE P. SANDERS (237146)  
 ssanders@robbinsllp.com  
 5040 Shoreham Place  
 San Diego, CA 92122  
 Telephone: (619) 525-3990  
 Facsimile: (619) 525-3991

Lead Counsel for Plaintiffs

[Additional Counsel on Signature Pages]

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA

IN RE NUTANIX, INC. STOCKHOLDER  
 DERIVATIVE LITIGATION

Lead Case No. 3:19-CV-03817-WHO

(Consolidated with Case No. 3:19-cv-03821-  
 WHO)

This Document Relates To:

ALL ACTIONS.

STIPULATION AND [PROPOSED] ORDER  
 VOLUNTARILY DISMISSING ACTION

Pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, plaintiffs Aravind Bhonagiri, Ashwin Juneja, and TJ Park ("Plaintiffs"), nominal defendant Nutanix, Inc. ("Nutanix"), and individual defendants Dheeraj Pandey, Duston M. Williams, David Sangster, Tyler Wall, Jeffrey T. Parks, Michael P. Scarpelli, Steven J. Gomo, Ravi Mhatre, John McAdam, Susan L. Bostrom, Craig Conway, Sudheesh N. Vadakkedath, Louis J. Attanasio, and Kenneth W. Long III (the "Individual Defendants" and together with Nutanix, the "Defendants"), by and through their respective counsel, hereby stipulate and agree to the voluntary dismissal of the above-entitled consolidated action (the "Action") as follows:

WHEREAS, on June 17, 2020, Plaintiffs filed their Verified Consolidated Amended Stockholder Derivative Complaint for Breach of Fiduciary Duty, Waste of Corporate Assets, Unjust Enrichment,

Violation of the Securities Exchange Act of 1934, and Contribution (Dkt. No. 48) (the "Complaint"), which alleged that demand on Nutanix's Board of Directors (the "Board") was futile because there was reason to doubt the disinterestedness and/or independence of a majority of the members of the Board;

WHEREAS, on July 7, 2020, Defendants filed motions to dismiss the Complaint (the "Motions to Dismiss") (Dkt. Nos. 51-52);

WHEREAS, on October 5, 2020, the Court granted the Motions to Dismiss with leave to amend (Dkt. No. 67);

WHEREAS, in light of the Court's finding that Plaintiffs' demand futility allegations were insufficient and that Plaintiffs instead should have made a demand on Nutanix's Board, on November 25, 2020, Plaintiffs sent the current Board a formal demand to investigate Plaintiffs' allegations and take any and all appropriate action in the best interests of Nutanix, including potentially bringing claims against Defendants in this case (the "Demand");

WHEREAS, the parties agree that, as a result of Plaintiffs' Demand, the demand futility issue is now moot;

WHEREAS, in light of the foregoing, Plaintiffs hereby voluntarily dismiss this Action with prejudice as to demand futility only, but otherwise without prejudice, with each party to bear his, her, or its own costs and fees;

WHEREAS, the parties respectfully submit that notice of the voluntary dismissal of this Action pursuant to Fed. R. Civ. P. 23.1(c) is not necessary because: (i) there has been no settlement or compromise between the parties to this Action; (ii) there has been no collusion among the parties; and (iii) Plaintiffs and their counsel have not received (and will not receive) any compensation or consideration from Nutanix or Defendants in connection with the voluntary dismissal of this Action; and

WHEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

THEREFORE, IT IS HEREBY STIPULATED AND REQUESTED by the parties, through their undersigned counsel of record and subject to the Court's approval, as follows:

2. The parties shall bear their own respective attorneys' fees and costs incurred in connection herewith.

Dated: December 1, 2020

*/s/ Shane P. Sanders*  
SHANE P. SANDERS

*Lead Counsel for Plaintiffs*

**JOHNSON FISTEL, LLP**  
**Frank J. Johnson**  
**Chase M. Stern**  
 655 West Broadway, Suite 1400  
 San Diego, CA 92101  
 Telephone: (619) 230-0063  
 Facsimile: (619) 255-1856  
 E-mail: [frankj@johnsonfistel.com](mailto:frankj@johnsonfistel.com)  
       [chases@johnsonfistel.com](mailto:chases@johnsonfistel.com)

*Co-Counsel for Plaintiffs*

**LAW OFFICES OF TIMOTHY L. MILES**  
**TIMOTHY L. MILES**  
 124 Shiloh Ridge  
 Hendersonville, TN 37075  
 Telephone: (855) 846-6529  
 E-mail: [tmiles@timmileslaw.com](mailto:tmiles@timmileslaw.com)

*Counsel for Plaintiff Ashwin Juneja*

1 Dated: December 1, 2020

WILSON SONSINI GOODRICH & ROSATI  
NINA F. LOCKER  
IGNACIO E. SALCEDA

3 /s/ Ignacio E. Salceda  
4 IGNACIO E. SALCEDA

5 650 Page Mill Road  
6 Palo Alto, CA 94304  
7 Telephone: (650) 493-9300  
8 Facsimile: (650) 493-6811  
9 E-mail: nlocker@wsgr.com  
10 isalceda@wsgr.com

11 *Attorney for Defendants Dheeraj Pandey,*  
12 *Duston M. Williams, David Sangster, Tyler*  
13 *Wall, Jeffrey T. Parks, Michael P. Scarpelli,*  
14 *Steven J. Gomo, Ravi Mhatre, John McAdam,*  
15 *Susan L. Bostrom, Craig Conway, Sudheesh N.*  
16 *Vadakkedath, Louis J. Attanasio, Kenneth W.*  
17 *Long III, and Nutanix, Inc.*

1 I, Shane P. Sanders, am the ECF User whose ID and password are being used to file this Stipulation  
2 and [Proposed] Order Voluntarily Dismissing Action. In compliance with Civil L.R. 5-1(i), I hereby attest  
3 that concurrence in the filing of this document has been obtained from each of the other signatories.  
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5 /s/ Shane P. Sanders  
6 SHANE P. SANDERS  
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**[PROPOSED] ORDER**

**PURSUANT TO STIPULATION, IT IS SO ORDERED.**

DATED: \_\_\_\_\_

\_\_\_\_\_  
HONORABLE WILLIAM H. ORRICK  
UNITED STATES DISTRICT JUDGE

**CERTIFICATE OF SERVICE**

I hereby certify that on December 1, 2020, I authorized the electronic filing of the forgoing document with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 1, 2020.

/s/ Shane P. Sanders  
SHANE P. SANDERS